

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IN RE ELECTRONIC BOOKS ANTITRUST
LITIGATION**

**No. 11-md-02293 (DLC)
ECF Case**

This Document Relates to:

THE STATE OF TEXAS, et al.,

Plaintiffs,

v.

HACHETTE BOOK GROUP, INC., et al.,

Defendants.

Civil Action No. 12-cv-6625 (DLC)

**SETTLING DEFENDANTS' MOTION FOR AND MEMORANDUM IN SUPPORT OF
FINAL APPROVAL OF SETTLEMENT AGREEMENTS AND
REVISED DISTRIBUTION PLAN**

Defendants Hachette Book Group, Inc., HarperCollins Publishers L.L.C., Simon & Schuster, Inc., and Simon & Schuster Digital Sales, Inc. (collectively "Settling Defendants") respectfully request that this Court grant this motion and enter an Order containing the findings and relief requested in the Plaintiff States' Motion for Final Approval of Settlement Agreements and Revised Distribution Plan and accompanying papers ("Plaintiff States' Motion").

The Settlement Agreements and Proposed Final Judgment (including the Proposed Order and Stipulated Injunction attached thereto) were extensively negotiated by the Plaintiff States and each of the Settling Defendants. The Settlement Agreements and Revised Distribution Plan are fair, reasonable, and adequate, and easily meet the standards for final approval. Therefore,

Settling Defendants respectfully request that this Court grant this motion and the Plaintiff States' Motion.

Dated: January 28, 2013


Respectfully submitted,

/s/ Yehudah L. Buchweitz
James W. Quinn
Yehudah L. Buchweitz
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
james.quinn@weil.com
yehudah.buchweitz@weil.com

Helene D. Jaffe
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
(212) 969-3000
hjaffe@proskauer.com

Martha E. Gifford
LAW OFFICE OF MARTHA E. GIFFORD
137 Montague Street #220
Brooklyn, NY 11201
(718) 858-7571
giffordlaw@mac.com

Attorneys for Simon & Schuster, Inc. and Simon & Schuster Digital Sales, Inc.

Walter B. Stuart / 

Walter B. Stuart

Richard S. Snyder, Sr.

Samuel J. Rubin

FRESHFIELDS BRUCKHAUS DERINGER US LLP

601 Lexington Avenue

New York, New York 10022

212-277-4000 (telephone)

212-277-4001 (facsimile)

walter.stuart@freshfields.com

samuel.rubin@freshfields.com

701 Pennsylvania Avenue, Suite 600

Washington D.C. 20004-2692

Phone: 202-777-4500

Fax: 202-777-4555

richard.snyder@freshfields.com

Attorneys for Hachette Book Group, Inc.



Shepard Goldfein
Clifford H. Aronson
Paul M. Eckles
SKADDEN, ARPS, SLATE, MEAGHER & FLOM
LLP
Four Times Square
New York, NY 10036
(212) 735-3000
shepard.goldfein@skadden.com

Attorneys for HarperCollins Publishers L.L.C.